FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1422	53	SFG						
OMB APPROVAL								
OMB Nun	nber:	3235-0076						
Expires:	Ap	oril 30, 2008						
Estimated	U							
hours per	response.	<u>16</u>						
SEC	C USE ON	NLY						
Prefix	Prefix	Prefix						
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DAT	E RECEI	VED						
	I	1						

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Sale of Limited Partnership Interests in DT Capital China Growth Fund, L.P.	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 506 Type of Filing: ☐ New Filing ☐ Amendment	ULOE
A. BASIC IDENTIFICATION DATA	DEC 2
 Enter the information requested about the issuer Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.) DT CAPITAL CHINA GROWTH FUND, L.P. 	180
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Codan Services, 4 th Floor, Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, Grand Cayman, Cayman Islands	Telephona Number (Including Area Code) (650) 854-3201
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same	Telephone Number (Including Area Code) Same
Brief Description of Business	PROCESSED
Venture Capital Investment	JAN N 7 2008
Type of Business Organization corporation limited partnership, already formed business trust limited partnership, to be formed Other	THOMSON E THOMSON EXEMPTED LIMITED PARTNERSHIP
Actual or Estimated Date of Incorporation or Organization: Month Year 1 2 0 7	Actual Estimated tate:
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A no Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, i due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually sign photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the the information requested in Part C, and any material changes from the information previously supplied in Parts with the SEC. Filing Fee: There is no federal filing fee.	tice is deemed filed with the U.S. Securities and freceived at that address after the date on which it is need. Any copies not manually signed must be name of the issuer and offering, any changes thereto,
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of st that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrat made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the prope be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of the	tor in each state where sales are to be, or have been or amount shall accompany this form. This notice shall

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

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Check Box(es) that Apply:		Promoter	Ш	Beneficial Owner		Executive Officer	Ш	Director	⊠	Managing Partner
Full Name (Last name first, i	findiv	idual)								
DT Capital Partners II, L.P									~	<u> </u>
Business or Residence Addre							_		~	×
c/o Codan Services, 4 th Floo	r, Cer	itury Yard, C	ricket		rive,		Gran			
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	idual)								
William A. Chen		1 10.		C						
Business or Residence Addre c/o Codan Services, 4 th Floor					PΩ	Roy 2681 GT Grand	l Cavr	nan Cavmar	Islands	
		Promoter	KÇI 3QU	Beneficial Owner	T.O.	Executive Officer		Director		General and/or
Check Box(es) that Apply:	Ø	Promoter	Ш	Belleficial Owlier	ш	Executive Officer		Director		Managing Partner
Full Name (Last name first, i	findiv	idual)								
Roman Jun Shaw										
Business or Residence Addre										
c/o Codan Services, 4th Floor	Centi	ury Yard, Cric	ket Squ	are, Hutchins Drive,	P.O.	Box 2681 GT, Grand	Cayr	nan, Caymar	Islands	···
Check Box(es) that Apply:	\boxtimes					TO 27 0000		D'	П	General and/or
		Promoter		Beneficial Owner		Executive Officer		Director	ابيا	Managing Partner
Full Name (Last name first, i				Beneficial Owner		Executive Officer		Director	<u></u>	
Full Name (Last name first, i Lixin Tian	f indiv	idual)	et. City			Executive Officer		Director		
Full Name (Last name first, i Lixin Tian Business or Residence Addre	f indiv	idual)		, State, Zip Code)	P.O. 1		l Cayr			
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				В.	1111 011	MALION	ABOUT OF	TEXING				
	Answer also in Appendix, Column 2, if filing under ULOE.							Yes □	No ⊠			
2. What i	What is the minimum investment that will be accepted from any individual?								\$ Yes	N/A No		
3. Does ti	he offering po	ermit joint ov	vnership of a	single unit?	***************************************							
4. Enter t similar associa dealer.	the information remuneration ated person of the light in the light ind	on requested n for solicitat r agent of a b an five (5)	for each per tion of purcha proker or dea persons to b	son who has asers in cont ler registered	s been or wil nection with s d with the SF	I be paid or sales of secur C and/or wi	given, direct rities in the o th a state or	tly or indirect ffering. If a pattern in the states, list the	tly, any com person to be name of th	mission or listed is an e broker or		
Full Name (Last name fir	st, if individu	ual)									
Business or	Residence Ac	idress (Numl	ber and Stree	t, City, State	, Zip Code)			<u>.</u> .			. <u> </u>	
Name of As	sociated Brok	er or Dealer				··· •						
States in Wh	nich Person L	icted Hac Sol	ligited or Inte	ende to Solic	it Purchasers			<u>.</u>			 -	
	All States" or										□ AI	l States
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Type of Security Debt	
Type of Security Debt	Amount Already
Equity _ _ _ _ _ _ _ _	Sold
Convertible Securities (including warrants) Partnership Interests. Other (Specify	\$
Convertible Securities (including warrants) Partnership Interests	S
Partnership Interests	
Cither (Specify	\$
Total	\$282,500,000
Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	\$
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	\$ <u>282,500,000</u>
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	
Accredited investors	
Non-accredited Investors	Aggregate Dollar Amount of Purchase
Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total S Total S A : Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees S Accounting Fees S Engineering Fees S S S S S S S S S S S S S S S S S S	\$ 282,500,000
Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total S Total S a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees S Engineering Fees S Engineering Fees S S S S S S S S S S S S S S S S S S	\$0
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Type of Offering Rule 505 Regulation A Rule 504 Total 3. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees Security Security	.
Rule 505 Regulation A	Dollar Amount Sold
Total	S
Total	\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	\$
this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	\$
Printing and Engraving Costs. Legal Fees. Accounting Fees. Engineering Fees. S_ \$	
Legal Fees	s
Accounting Fees	\$
Engineering Fees	\$ 200,000
_	\$
Sales Commissions (specify finders' fees separately)	\$
	\$
Other Expenses (identify)	s
Total	\$ 200,000

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
	b. Enter the difference between the aggregate offering prictotal expenses furnished in response to Part C - Question 4. proceeds to the issuer."	a. This difference is the "adjusted gross		\$_349,800,000
i.	Indicate below the amount of the adjusted gross proceeds each of the purposes shown. If the amount for any purpose the box to the left of the estimate. The total of the payment to the issuer set forth in response to Part C - Question 4.b at	se is not known, furnish an estimate and che ts listed must equal the adjusted gross procee	ck	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		S 70,625,000	S
	Purchase of real estate		□ \$	□ \$
	Purchase, rental or leasing and installation of machinery an	d equipment	S	□ s
	Construction or leasing of plant buildings and facilities		□ \$	□ s
	Acquisition of other businesses (including the value of secu used in exchange for the assets or securities of another issue	urities involved in this offering that may be er pursuant to a merger)	S	
	Repayment of indebtedness		S	□ s
	Working capital		S	S <u>279,175,000</u>
	Other (specify):		<u> </u>	□ s
	Column Totals		S 70,625,000	S <u>279,175,000</u>
	Total Payments Listed (column totals added)		∑ \$ 349,80	00,000
	D.	FEDERAL SIGNATURE		
n u	issuer has duly caused this notice to be signed by the undersigne indertaking by the issuer to furnish the U.S. Securities and Exch accredited investor pursuant to paragraph (b)(2) of Rule 502.	ed duly authorized person. If this notice is filed hange Commission, upon written request of its s	under Rule 505, the follow taff, the information furnis	ing signature constitutes thed by the issuer to any
ssu	er (Print or Type)	Signature	Date	
	Capital China Growth Fund, L.P.	Pir lian	December 14, 2007	
	ne of Signer (Print or Type)	Title of Signer (Print or Type) Director of the General Partner of the Gener	nl Partner DT Canital Par	rtnere II I D
IXI	n Tian	Director of the General Farther of the Gener	arrantier, Dr Capitarra	101013 17, 17.1
		ATTENTION		

Intentional Misstatements or Omissions of Fuer Commune . Cocan criminal Violations. (See 18. U.S.C. 1001.)

END